

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

In re

WOMEN FIRST HEALTHCARE, INC.,
Debtor.

Bankruptcy Co. No. 04-11278

McKESSON CORPORATION,

Appellant,

Civil Action No. 06-204 GMS

v.

WOMEN FIRST HEALTHCARE
LIQUIDATING TRUST,

Appellee.

STIPULATION TO DISMISS APPEAL WITH PREJUDICE

AND NOW this 21st day of December 2006, McKesson Corporation (the “Appellant”) and the Women First Healthcare Liquidating Trust (the “Appellee” and collectively with Appellant, the “Parties”) hereby stipulate and agree as follows:

1. The parties to the above-referenced appeal (the “Appeal”) have reached a settlement agreement (the “Settlement Agreement”) that was approved by an *Order Approving Stipulation Resolving McKesson Corporation’s Motion To Compel Payment Of Escrow Funds, McKesson Corporation’s Motions for Payment of Administrative Expenses and Women First Healthcare Liquidating Trust’s Objection To Proofs of Claim #160 and 162 Filed By McKesson Corporation Pursuant to 11 U.S.C. Section 502, Fed.R.Bankr.P. 3007 and Del.Bankr.L.R. 3007-1* entered by the Honorable Mary F. Walrath, Chief U.S. Bankruptcy Court Judge for the District of Delaware, on December 1, 2006.

2. Federal Rule of Bankruptcy Procedure 8001(c)(2) provides, in relevant part:

If an appeal has been docketed and the parties to the appeal sign and file with the clerk of the district court . . . an agreement that the appeal be dismissed and pay any court costs or fees that may be due, the clerk of the district court . . . shall enter an order dismissing the appeal.

Fed.R.Bankr.P. 8001(c)(2).

3. Pursuant to the terms of the Settlement Agreement, the parties hereby stipulate to the dismissal of this Appeal with prejudice.

BUCHALTER NEMER
A Professional Corporation

By:



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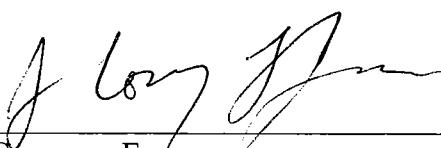
- and -

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